

**Electronically Recorded**

Official Public Records

*Mary Louise Garcia*

Mary Louise Garcia

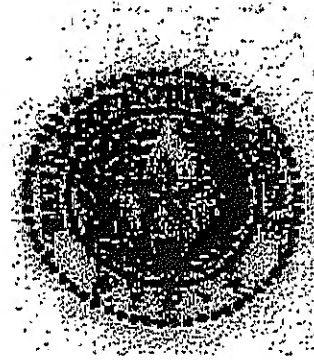
**Tarrant County Texas**

1/24/2011 3:48 PM

**D211019697**

PGS 4 \$28.00

Submitter: ACS



CHESAPEAKE ENERGY CORP.  
ATTN: RECORDING TEAM  
P.O. BOX 18496  
OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE OPERATING, INC

---

SUZANNE HENDERSON  
TARRANT COUNTY CLERK  
TARRANT COUNTY COURTHOUSE  
100 WEST WEATHERFORD  
FORT WORTH, TX 76196-0401

DO NOT DESTROY

WARNING – THIS IS PART OF THE OFFICIAL RECORD

ELECTRONICALLY RECORDED  
BY ERXCHANGE

**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

**AMENDMENT OF OIL AND GAS LEASE**

STATE OF TEXAS           §  
                                     §       **KNOW ALL MEN BY THESE PRESENTS:**  
COUNTY OF TARRANT §

**WHEREAS**, on February 29, 2008, **John A. Hart**, whose address is 3116 Ocean Drive, Denton, Texas 76210 (the "**Lessor**"), executed and delivered unto **Four Sevens Energy Co., L.L.C.**, whose address is 201 Main Street, Suite 1455, Fort Worth, Texas 75102 (the "**Lessee**"), an Oil and Gas Lease (the "**Lease**").

**WHEREAS**, Chesapeake Exploration Limited Partnership, the predecessor in interest to **Chesapeake Exploration L.L.C. ("Chesapeake")**, acquired all interest in and to said Lease through a Purchase and Sale Agreement by and between Lessee and Chesapeake, dated December 21, 2006 and effective December 1, 2006.

**WHEREAS**, **Total E&P USA, Inc. ("Total")**, whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease. Said Lease covers the lands described below:

Being a 56.123 acre tract of land, more or less, comprised of two (2) tracts of land out of the John C. Houston Survey, Abstract 720, Tarrant County, Texas. Tract 1 being a 55.35 acre tract, more or less, more particularly described by metes and bounds in that certain Warranty Deed with Vendor's Lien dated December 18, 1940, between T.B. Hart and wife, Kara Ashley Hart, as Grantors, and L.B. Vetter and wife, Elizabeth Vetter, as Grantees, recorded in Volume 1451, Page 29 of the Deed Records of Tarrant County, Texas; Tract 2 being a 0.773 acre tract, more or less, more particularly described in that certain Warranty Deed dated July 9, 1940, between Susie Alice Elrod, et al, as Grantors, and T.B. Hart, as Grantee, recorded in Volume 1439, Page 565 of the Deed Records of Tarrant County, Texas; and also being the same property described in Memorandum of Lease filed for record as Instrument # D208166731 of the Official Public Records of Tarrant County, Texas.

**WHEREAS**, Lessor, Chesapeake and Total desire to amend the Lease by amending any and all pooling provisions contained therein;

**NOW THEREFORE**, for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confessed, the Lessor and Lessee do hereby amend the Lease as provided below:

Paragraph 6 of the lease, entitled "Pooling", is amended by adding at the end thereof the following addition:

"Provided however, notwithstanding any other provision in this lease, in the event Lessee plans to drill four or more laterals, in one or more wells, Lessee may form a unit for Horizontal Barnett wells consisting of up to 640 acres, plus a 10 percent variance, (preliminarily called the "SWAPO II South Unit"), provided all Lessor's land covered by this lease is included in the unit."

The Lessor does by these presents ratify, confirm and adopt the Lease and the addendum thereto as amended hereby, and do further grant, let, lease and demise unto the Lessee all of the land described therein, together with all rights thereunder, under the same terms and conditions contained in the original lease, except as herein amended.

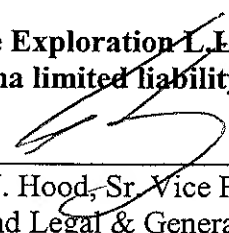
Executed by each party on the date set forth in their respective acknowledgments below, but effective for all purposes as of the date such instrument is filed for recording in the office of the county clerk.

**Lessor:**

  
\_\_\_\_\_  
John A. Hart

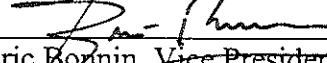
**Lessee:**

**Chesapeake Exploration L.L.C.,  
an Oklahoma limited liability company**

By:  \_\_\_\_\_  
Henry J. Hood, Sr. Vice President –  
Land and Legal & General Counsel

33 DEP  
CJM

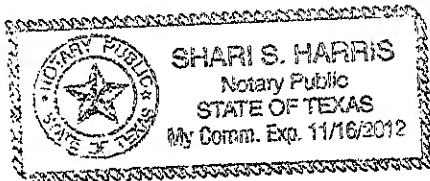
**Total E&P USA, Inc., a Delaware Corporation**

By:  \_\_\_\_\_  
Eric Bonnin, Vice President- Business  
Development and Strategy



STATE OF TEXAS           §  
                                      §  
 COUNTY OF DENTON       §

This instrument was acknowledged before me on the 30 day of December, 2010, by John A. Hart.

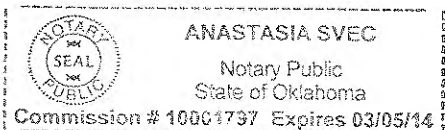


Shari S. Harris  
 Notary Public, State of Texas

STATE OF OKLAHOMA       §  
                                      §  
 COUNTY OF OKLAHOMA   §

Before me, the undersigned, a Notary Public in and for said County and State, on this 14th day of January, 2011, personally appeared Henry J. Hood, Senior Vice President - Land and Legal & General Counsel of **Chesapeake Exploration L.L.C.**, an Oklahoma Limited Liability Company, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

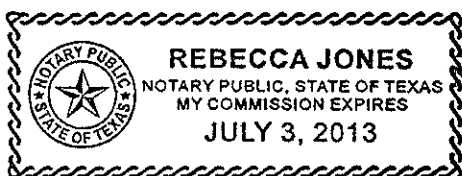
Given under my hand and seal the day and year last above written.



Anastasia Svec  
 Notary Public, State of Oklahoma

STATE OF TEXAS           §  
                                      §  
 COUNTY OF HARRIS       §

The foregoing instrument was acknowledged before me this 17th day of January, 2011, by Eric Bonnin as Vice President – Business Development and Strategy of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed, and on behalf of such corporation.



Rebecca Jones  
 Notary Public, State of Texas